

EXHIBIT 3

DECLARATION OF ARNOLD ENTZ

I, Arnold Entz, declare, under penalty of perjury as follows:

1. I submit this declaration in support of my application to be appointed Class Representative in this litigation.

2. I have reviewed and have authorized the filing of the Second Amended Complaint (the "Complaint") that was filed against defendants in this action.

3. I understand the defendants are:

- a. MiMedx Group, Inc. ("MiMedx");
- b. Pete Petit, MiMedx's CEO and Chairman;
- c. Michael Senken, MiMedx's CFO; and
- d. William Taylor, MiMedx's COO

4. Based on my review of the Complaint and my discussions with my attorneys, I believe the action to be meritorious.

5. I understand that the Court appointed Tim Kelly as lead plaintiff and that I am also a named plaintiff in the Complaint. I understand that Tim Kelly is not moving for appointment as a class representative.

6. I am aware that Complaint alleges, among other things, violations of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, as amended, and Rule 10b-5 promulgated thereunder by the SEC in connection with defendants' misleading statements and omissions concerning the fact that certain of their products were subject to exemption from regulation by the FDA under Section 361 of the Public Health Service Act.

7. The Complaint alleges that these omissions and misrepresentations artificially inflated the price of MiMedx's stock and that MiMedx's stock price dropped significantly when the FDA issued a letter stating that MiMedx's

products did not qualify for the exemption from FDA regulation that MiMedx was claiming.

8. I am aware that a class action lawsuit, like this one, is brought on behalf of not only myself, but also other shareholders that have been wronged in the same way by defendants.

9. I understand that in this case, the class consists of all persons and entities, other than defendants and their affiliates, who purchased MiMedx securities between March 15, 2013 through and including September 4, 2013.

10. I understand that on December 2, 2014, the Court denied the defendants' motion for reconsideration of its decision denying defendants' motion to dismiss. As such, I understand that the case has moved into the discovery phase.

11. I have communicated with counsel throughout the course of this action.

12. I understand that a class representative is a representative party who acts on behalf of other class members in directing the litigation. I am willing to serve as a class representative either individually or as part of a group.

13. I understand that as a class representative, I have a fiduciary responsibility to the absent class members to oversee the litigation and ensure that counsel for plaintiffs prosecute the case vigorously and in the interest of all class members equally.

14. I will continue to communicate with the Rosen Law Firm about the status of the litigation, case strategies, settlement negotiations, and other matters pertinent to overseeing the litigation.

15. Throughout the course of this litigation, I have independently monitored news about MiMedx through internet financial sites. Even prior to my involvement in this action, I monitored MiMedx news releases and its stock price.

I will continue to monitor independently MiMedx developments through news and internet sources, independent of any information that I may request from and/or be provided by counsel.

16. I understand that, as a class representative, my duties may include consulting with plaintiffs' counsel on proposed strategies and tactics during the course of the litigation, making recommendations as to whether or not to accept a particular settlement offer, and testifying at deposition and trial. I accept and will diligently perform all such duties.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 13 day of March, 2015


ARNOLD ENTZ